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JUL 02 1999

KEVIN E. O'BRIEN, CLERK
UNITED STATES
BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In Re:) In Proceedings Under Chapter 11
BCE WEST, L.P., et al.,) Case No. 98-12547 through
Debtors.) 98-12570 ~~FILE~~-CGC
EID #38-3196719) ~~ECF~~
ORDER

Came on for consideration the Stipulation Relating to Certain Asset Sales dated June 29, 1999, the Court finds that the relief requested is appropriate and should be granted. Accordingly, it is ORDERED, ADJUDGED AND DECREED that:

1. With respect to the Store Locations which have heretofore closed, the Debtors shall deposit from the next available proceeds from store location closings into the Equipment Account \$10,000.00 for each of the Store Locations. With respect to Store Locations which have not as yet closed,

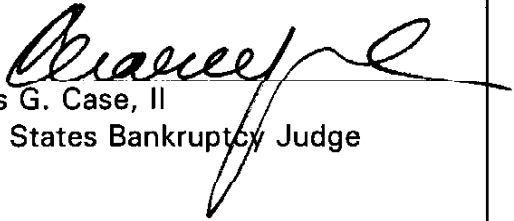
1 Debtors shall deposit \$10,000.00 into the Equipment Account at the time of
2 closing sale of each of said locations.

3 2. The funds deposited by the Debtors into the Equipment Account
4 shall be held and disbursed in accordance with the December 30, 1998 order
5 (Docket #465).

6 3. The deposit of funds into the Equipment Account pursuant to this
7 Stipulation shall be without prejudice to the rights of any party in interest to
8 contend that the value of the equipment sold was in an amount different
9 (whether greater or lessor) than that required to be deposited pursuant to this
10 order, and nothing contained herein shall constitute an agreement or finding as
11 to the value of the equipment sold.

12 DATED this 2 day of July, 1999

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15 By


16 Charles G. Case, II
17 United States Bankruptcy Judge
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